TO: ZUAN WONG (FAX A 37429/49)

BILLY BUD, THE FAVORITE THINGS TEDDY (An Avon Exclusive!). This very talkative and holiday - loving teddy comes complete with his own little toys plus a trunk to store them In. Billy Bud's favorite things include items representing The Fourth of July, Halloween, Christmas, and his own personal teddy bear. Thanks to special technology, every time you change the toy that he holds, Billy Bud's conversation changes to relate to the item that he is holding:

All NEW MATERIALS:

FILLING - 100% Polyester Fiber ; Plastic Pellets

SHELL - 100% Polyester.

TO CLEAN:

Wipe with a damp cloth. Surface washable only.

Uses 3 "AA" batteries, (not included)

WARNING: To avoid danger of suffocation, keep this and all other plastic bags away from babies and children. Do not use in cribs, beds, carriages or playpens. The thin film may cling to nose and mouth and prevent breathing.

TO INSTALL OR REPLACE BATTERIES: Locate battery compartment on item's back. Loosen screw by using a screwdriver and remove cover. Place three "AA" alkaline batteries paying attention to the polarity markings. Replace cover and tighten screw.

PLESAE NOTE: For best results, always use alkaline batteries. Be sure to check the expiration date, because fresh batteries will ensure uninterrupted usage / enjoyment of the product. Remove the batteries if the product will not be used for an extended period. If the product does not perform as expected, check for proper battery charge and correct battery installation, or try a fresh set of batteries.

CAUTION: BATTERIES SHOULD BE REMOVED AND REPLACED BY ADULTS ONLY.

Do not mix old and new batteries. Do not mix alkaline, standard (carbon-zinc) or rechargeable (nickel-cadmium) batteries. Do not use rechargeable batteries. To avoid explosion or leakage, do not dispose of batteries in a fire or attempt to recharge standard or alkaline batteries. Be sure to insert batteries with the correct polarities and always follow the toy and battery manufacturer's instructions. Remove batteries and store them in a cool, dry place when not in use. Always remove old and dead batteries from the product. The supply terminals are not to be short circuited.

TO ACTIVATE:

- 1. Slide switch on the battery compartment to the "ON" position (this only has to be done once, when the batteries are first installed).
- If the step 1 (above) has already been done and the Bear is in sleep mode, the Bear may be activated by pressing the right paw.
- Place one of the four toys on the Bear's left paw. Then the Bear will say a phrase related to held toy. Every time you change the toy that he holds, his conversation changes to relate to the toy that he is holding.
- 4. The Bear will remind you if he is holding a toy or holding nothing after one minute, if he is holding a toy or holding nothing for three minutes, the Bear will go into sleep mode automatically.

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INSTRUCTION SHEET

Warning: Changes or modifications to this unit not expressly approved by the party responsible for compliance could void the user's authority to operate the equipment.

NOTE: This equipment has been tested and found to comply with the limits for a Class B digital device, pursuant to Part 15 of the FCC Rules. These limits are designed to provide reasonable protection against harmful interference in a residential installation. This equipment generates, uses and can radiate radio frequency energy and, if not installed and used in accordance with the instructions, may cause harmful interference to radio communications.

However, there is no guarantee that interference will not occur in a particular installation. If this equipment does cause harmful interference to radio or television reception, which can be determined by turning the equipment off and on, the user is encouraged to try to correct the interference by one or more of the following measures:

- Reorient or relocate the receiving antenna.
- Increase the separation between the equipment and receiver.
- Connect the equipment into an outlet on a circuit different from that to which the receiver is needed.
- Consult the dealer or an experienced radio/TV technician for help.

This device complies with Part 15 of the FCC Rules. Operation is subject to the following two conditions: (1) this device may not cause harmful interference, and (2) this device must accept any interference received, including interference that may cause undesired operation.